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**China Jinmao Holdings Group Limited**  
**中國金茂控股集團有限公司**

*(Incorporated in Hong Kong with limited liability)*  
**(Stock code: 00817)**

**NOTIFICATION OF BOARD MEETING –  
RECOMMENDATION OF CONDITIONAL SPECIAL DIVIDEND  
BY WAY OF DISTRIBUTION IN SPECIE**

Reference is made to the announcement of the Company dated 31 August 2021 in relation to the Proposed Spin-off by way of the Global Offering.

In accordance with the requirements of Practice Note 15 of the Listing Rules, the Company should give due regard to the interests of the Shareholders by providing the Qualifying Shareholders with an assured entitlement to the Jinmao Services Shares. In satisfaction of such assured entitlement requirements, the Company wishes to inform the Shareholders that it is proposing to recommend a special dividend by way of a distribution in specie of the Jinmao Services Shares to the Qualifying Shareholders (the “**Distribution**”) conditional upon and in parallel with the Global Offering, and a meeting of the Board will be held on 28 January 2022 for such purpose.

The Company will convene an extraordinary general meeting to seek a mandate from the Shareholders for the Distribution in accordance with the requirements under its articles of association. The notice of the extraordinary general meeting and the circular containing further information on the Distribution will be despatched to the Shareholders in due course.

If the Board is granted the above mandate by the Shareholders and declares the Distribution in accordance with the mandate, the Proposed Spin-off would be effected by way of the Global Offering and the Distribution. As at the date of this announcement, Jinmao Services is a wholly-owned subsidiary of the Company. It is intended that upon completion of the Proposed Spin-off, the Company will have an interest of no less than 50% in Jinmao Services, and Jinmao Services will remain as a subsidiary of the Company.

Details of the Proposed Spin-off, including the size and structure of the Global Offering and the terms of the Distribution, have not yet been finalized, and further announcement(s) will be made by the Company as and when appropriate.

**As the Proposed Spin-off is conditional upon, among other things, the approval of the Listing Committee, the final decision of the Board and the board of directors of Jinmao Services, market conditions and other considerations, the Proposed Spin-off may or may not materialise and the Distribution may or may not be made. Shareholders and other investors are reminded to exercise caution when dealing in the securities of the Company. Persons who are in doubt about their position or any action to be taken are recommended to consult their own professional advisers.**

## DEFINITIONS

In this announcement, the following expressions have the meanings set out below unless the context requires otherwise:

“Board”	the board of Directors of the Company
“Company”	China Jinmao Holdings Group Limited (中國金茂控股集團有限公司), a company incorporated under the laws of Hong Kong with limited liability, whose shares are listed on the Main Board of the Stock Exchange
“Distribution”	a distribution in specie of the Jinmao Services Shares to the Qualifying Shareholders as a conditional special dividend to be declared by the Board, subject to the satisfaction of certain conditions
“Directors”	the directors of the Company
“Global Offering”	the offering to the public in Hong Kong for subscription, and the international offering to certain professional and institutional investors and other investors, of the Jinmao Services Shares
“Hong Kong”	Hong Kong Special Administrative Region of the PRC
“Jinmao Services”	Jinmao Property Services Co., Limited (金茂物業服務發展股份有限公司, formerly known as Jinmao Property Development Co., Limited (金茂物業發展股份有限公司)), a company incorporated under the laws of Hong Kong with limited liability and a wholly-owned subsidiary of the Company as at the date of this announcement
“Jinmao Services Shares”	ordinary shares in the share capital of Jinmao Services
“Listing Committee”	the Listing Committee of the Stock Exchange
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange

“PRC”	the People’s Republic of China, for the purpose of this announcement, excluding Hong Kong, Macao Special Administrative Region and Taiwan
“Proposed Spin-off”	the proposed spin-off and separate listing of the Jinmao Services Shares on the Main Board of the Stock Exchange
“Qualifying Shareholders”	Shareholders whose names appeared in the register of members of the Company on the Record Date, other than overseas Shareholders whose names appeared in the register of members of the Company on the Record Date and whose addresses as shown in such register are in any of the excluded jurisdictions and any Shareholders or beneficial Shareholders at that time who are otherwise known by the Company to be resident in any of the excluded jurisdictions
“Record Date”	the record date for ascertaining the Qualifying Shareholders who shall be entitled to the Distribution
“Shareholders”	shareholders of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

By order of the Board  
**China Jinmao Holdings Group Limited**  
**NING Gaoning**  
*Chairman*

Hong Kong, 18 January 2022

*As at the date of this announcement, the Directors of the Company are Mr. NING Gaoning (Chairman), Mr. YANG Lin, Mr. AN Hongjun, Mr. CHENG Yong and Mr. WANG Wei as Non-executive Directors; Mr. LI Congrui, Mr. JIANG Nan and Mr. SONG Liuyi as Executive Directors; Mr. SU Xijia, Mr. SUEN Man Tak, Mr. GAO Shibin and Mr. ZHONG Wei as Independent Non-executive Directors.*